

EXHIBIT E

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481(RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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MOTION FOR ADMINISTRATIVE ORDER UNDER 11 U.S.C. § 331
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

("INTERIM COMPENSATION MOTION")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"),¹ debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this motion (the "Motion") for an order under 11 U.S.C. § 331 establishing procedures for interim compensation and reimbursement of expenses of court-approved professionals. In support of this Motion, the Debtors submit the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005. In further support of this Motion, the Debtors respectfully represent as follows:

Background

A. The Chapter 11 Filings

1. On October 8, 2005 (the "Petition Date"), each of the Debtors filed a voluntary petition in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors have moved this Court for an order for joint administration of these chapter 11 cases.

¹ In addition to Delphi, the following entities are debtors in these related cases: ASEC Manufacturing General Partnership, ASEC Sales General Partnership, Aspire, Inc., Delco Electronics Overseas Corporation, Delphi Automotive Systems (Holding), Inc., Delphi Automotive Systems Global (Holding), Inc., Delphi Automotive Systems Human Resources LLC, Delphi Automotive Systems International, Inc., Delphi Automotive Systems Korea, Inc., Delphi Automotive Systems LLC, Delphi Automotive Systems Overseas Corporation, Delphi Automotive Systems Risk Management Corp., Delphi Automotive Systems Services LLC, Delphi Automotive Systems Tennessee, Inc., Delphi Automotive Systems Thailand, Inc., Delphi China LLC, Delphi Connection Systems, Delphi Diesel Systems Corp., Delphi Electronics (Holding) LLC, Delphi Foreign Sales Corporation, Delphi Integrated Service Solutions, Inc., Delphi International Holdings Corp., Delphi International Services, Inc., Delphi Liquidation Holding Company, Delphi LLC, Delphi Mechatronic Systems, Inc., Delphi Medical Systems Colorado Corporation, Delphi Medical Systems Corporation, Delphi Medical Systems Texas Corporation, Delphi NY Holdings Corporation, Delphi Services Holding Corporation, Delphi Technologies, Inc., DREAL, Inc., Environmental Catalysts, LLC, Exhaust Systems Corporation, Packard Hughes Interconnect Company, Specialty Electronics, Inc., and Specialty Electronics International Ltd.

2. No trustee, examiner, or creditors' committee has been appointed in the Debtors' cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. The statutory predicate for the relief requested herein is section 331 of the Bankruptcy Code.

B. Current Business Operations Of The Debtors

5. With more than 180,000 employees worldwide, global 2004 revenues of approximately \$28.6 billion and global assets as of August 31, 2005 of approximately \$17.1 billion,² Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi's non-U.S. subsidiaries are not chapter 11 debtors, will continue their business operations without supervision from the Bankruptcy Court, and will not be subject to the chapter 11 requirements of the U.S. Bankruptcy Code.

6. Over the past century, the operations which are now owned by Delphi have become a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines. Today, the Company is arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer with 2004 sales to its

² The aggregated financial data used in this Motion generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.

former parent, General Motors Corporation, equaling approximately \$15.4 billion and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. In the U.S., the Debtors employ approximately 50,600 people. Those employees work in approximately 44 manufacturing sites and 13 technical centers across the country, and in Delphi's worldwide headquarters and customer center located in Troy, Michigan. Approximately 34,750 of these individuals are hourly employees, 96% of whom are represented by approximately 49 different international and local unions. Outside the United States, the Company's foreign entities employ more than 134,000 people, supporting 120 manufacturing sites and 20 technical centers across nearly 40 countries worldwide.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based, captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

C. Events Leading To The Chapter 11 Filing

10. In the first two years following Delphi's separation from GM, the Company generated more than \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition has deteriorated further in the first six months of 2005. The Company experienced net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, which is approximately \$1 billion less in sales than during the same time period in calendar year 2004.³

11. The Debtors believe that three significant issues have largely contributed to the deterioration of the Company's financial performance: (a) increasingly unsustainable U.S.

³ Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues and forward looking revenue requirements. Having concluded that pre-filing discussions with its Unions and GM were not leading to the implementation of a plan sufficient to address the Debtors' issues on a timely basis, the Company determined to commence these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value.

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness envisioned in the Company's transformation plan. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down through the chapter 11 process.

14. Upon the conclusion of this process, the Debtors expect to emerge from chapter 11 as a stronger, more financially sound business with viable U.S. operations that are well-positioned to advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

Relief Requested

15. Contemporaneously with the filing of this Motion, or soon thereafter, the Debtors expect to seek approval of the employment of (a) Skadden, Arps, Slate, Meagher & Flom LLP as restructuring and bankruptcy counsel, (b) Shearman & Sterling LLP as special counsel, (c) O'Melveny & Myers LLP as special labor counsel, (d) Groom Law Group Chartered as special employee benefits counsel, (e) Togut, Segal & Segal LLP as conflicts counsel, (f) Rothschild Inc. as financial advisors and investment bankers, and (g) FTI Consulting, Inc. as restructuring and financial advisors.⁴ The Debtors may seek to retain other professionals to assist them in these cases as the need arises (collectively, the "Debtors' Professionals"). In addition, a statutory committee of unsecured creditors (the "Creditors' Committee") and possibly other statutory committees likely will be appointed in these cases, and likely will retain counsel, and possibly other professionals, to assist them (collectively with the Debtors' Professionals, the "Chapter 11 Professionals").

⁴ In addition to these professionals, the Debtors expect to seek approval of the employment of Kurtzman Carson Consultants LLC ("KCC"), pursuant to 28 U.S.C. § 156, to serve as claims, noticing, and balloting agent in these cases. Although KCC will not be retained under section 327 of the Bankruptcy Code, its compensation will be subject to 11 U.S.C. § 330. Contemporaneously herewith, the Debtors have also filed the Motion For Order Under 11 U.S.C. §§ 105, 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course of Business.

16. Pursuant to section 331 of the Bankruptcy Code, all professionals are entitled to submit applications for interim compensation and reimbursement of expenses every 120 days, or more often if this Court permits. Accordingly, the Debtors request the establishment of procedures (a) for compensating and reimbursing the Chapter 11 Professionals on a monthly basis and (b) governing the interim and final fee application process. In addition, pursuant to section 503(b)(3)(F) of the Bankruptcy Code, the Debtors seek to establish a mechanism by which members of the Creditors' Committee (and members of any other statutory committees) may be reimbursed for expenses incurred in the performance of their duties.

17. The specific relief requested by the Debtors conforms substantially with the professional and committee payment procedures approved by General Order of the United States Bankruptcy Court for the Southern District of New York, dated January 24, 2000, entitled "In the Matter of Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals." Such relief will permit this Court and all other parties to more effectively monitor the professional fees incurred in these Chapter 11 cases.

18. Accordingly, the Debtors propose that the interim payment of compensation and reimbursement of expenses to the chapter 11 Professionals be permitted as follows:

a. On or before the last day of the month following each month for which compensation is sought, each professional will serve a monthly statement by hand or overnight delivery upon (a) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: General Counsel, (b) Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606, Att'n: John Wm. Butler, Jr., Esq., (c) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10044, Att'n: Alicia M. Leonhard, Esq. (the "U.S. Trustee"), (d) counsel for any official committee appointed in these cases, (e) counsel for the agent under the Debtors' prepetition credit facility, and (f) counsel for the agent under the Debtors' postpetition credit facility (collectively, the "Notice Parties").

b. The monthly statement need not be filed with this Court and a courtesy copy need not be delivered to the presiding judge's chambers. The procedures are not intended to alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code, and the Chapter 11 Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules.

c. Each monthly fee statement must contain a list of the individuals and their respective titles (e.g., attorney, accountant, or paralegal) who provided services during the statement period, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred, and contemporaneously maintained time entries for each individual in increments of tenths (1/10) of an hour. No professional should seek reimbursement of an expense that would otherwise not be allowed pursuant to this Court's Administrative Orders, dated June 24, 1991 and April 21, 1995, or the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, dated January 30, 1996.

d. Each person receiving a statement will have at least 15 days after its receipt to review it. In the event that he or she has an objection to the compensation or reimbursement sought in a particular statement, he or she will, by no later than the 45th day following the month for which compensation is sought, serve upon the professional whose statement is objected to, and the Notice Parties, a written "Notice Of Objection To Fee Statement," setting forth the nature of the objection and the amount of fees or expenses at issue.

e. At the expiration of the 45-day period, the Debtors will promptly pay 80% of the fees and 100% of the expenses identified in each monthly statement to which no objection has been served in accordance with paragraph (d). Any disbursements from the holdback amount shall be made in accordance with the recommendation of the "Fee Committee" (defined below) and/or as may be determined by this Court.

f. If the Debtors receive an objection to a particular fee statement, they will withhold payment of that portion of the fee statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (e).

g. Similarly, if the parties to an objection are able to resolve their dispute following the service of a Notice Of Objection To Fee Statement, and if the party whose statement was objected to serves upon all of the Notice Parties a statement indicating that the objection is withdrawn and describing in detail the terms of the resolution, then the Debtors will promptly pay, in accordance with paragraph (e), that portion of the fee statement which is no longer subject to an objection.

h. All objections that are not resolved by the parties will be preserved and presented to this Court at the next interim or final fee application hearing to be heard by this Court (see paragraph (j) below).

i. The service of an objection in accordance with paragraph (d) will not prejudice the objecting party's right to object to any fee application made to this Court in accordance with the Bankruptcy Code on any ground, whether raised in the objection or not. Furthermore, the decision by any party not to object to a fee statement will not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to this Court in accordance with the Bankruptcy Code.

j. Approximately every 120 days, but no more than every 150 days, each of the Chapter 11 Professionals will serve and file with this Court an application for interim or final court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be), of the compensation and reimbursement of expenses requested.

k. Any professional who fails to file when due an application seeking approval of compensation and expenses previously paid under these procedures (a) will be ineligible to receive further monthly payments of fees or expenses as provided herein until further order of this Court and (b) may be required to disgorge any fees paid since his or her retention or the last fee application, whichever is later.

l. The pendency of an application or an order that payment of compensation or reimbursement of expenses was improper as to a particular statement will not disqualify a professional from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by this Court.

m. Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein will have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses of any of the Chapter 11 Professionals.

n. In the event of the administrative insolvency of the Debtors, the Creditors' Committee or the U.S. Trustee may seek contribution of any unapplied retainers to fund pro rata payments to retained professionals whose claims are not paid through any carve-out amount that had been established by a financing order in these cases and the rights of all retained professionals holding such retainers shall be fully reserved with respect to any such application.

19. The Debtors further request that this Court limit the notice of hearings to consider interim fee applications and the final fee applications to the Notice Parties and all other parties who have filed notice of appearance and/or requested notice in these chapter 11 cases.

Such notice should apprise the parties most active in these cases and will save the expense of undue duplication and mailing.

20. The Debtors propose that a Joint Fee Review Committee (the "Fee Committee") be established in these cases comprised of (a) the U.S. Trustee, (b) two representatives appointed by the Debtors,⁵ and (c) two representatives appointed by the Creditors' Committee. The Debtors propose that, on or prior to November 15, 2005, each constituent group identified in the preceding sentence advise the Debtors' attorneys of the identity of and contact information for its appointee to the Fee Committee. On or before December 15, 2005, the Debtors propose that the Fee Committee submit a protocol to this Court for its approval substantially in the form of Exhibit A attached hereto. See In re Adelphia Communications Corp., Case No. 02-41729 (REG) (Bankr. S.D.N.Y. Mar. 7, 2003); In re Adelphia Bus. Solutions, Inc., Case No. 02-11389 (REG) (Bankr. S.D.N.Y. May 20, 2002); In re The Singer Co., N.V., Case Nos. 99-10578 through 99-10607, 99-10613, 99-10616 through 99-10629 and 00-10423 (BRL) (Bankr. S.D.N.Y. Sept. 13, 1999); see also In re US Airways Group, Inc., Case No. 02-83984 (SSM) (Bankr. E.D. Va. Aug. 16, 2002); In re Kmart Corp., Case No. 02-02474 (SPS) (Bankr. N.D. Ill. Mar. 20, 2002); In re Service Merchandise Co., Case No. 99-02649 (Bankr. M.D. Tenn. 1999).

21. In cases of this magnitude, the volume of fee and expense requests are such that the Fee Committee will not have the resources to thoroughly review such requests without the assistance of dedicated outside professionals. These outside professionals provide valuable services which will allow the Fee Committee to fulfill its duties economically and effectively, such as preparation of computer-generated analyses of the Chapter 11 Professionals'

⁵ The Debtors shall be entitled to appoint one legal representative and one business representative.

monthly fee statements and fee applications, preparation of reports to the Fee Committee on such statements and applications, and coordination of discussions with the Chapter 11 Professionals on any fee or expense issues, as directed by the Fee Committee. The Debtors believe that the cost of such professionals' services will be more than offset by the value to the Fee Committee of the services to be provided. Therefore, the Debtors request that the Fee Committee be authorized to retain an outside fee examiner and separate legal counsel of its choosing. Fee committees appointed in other large chapter 11 cases have regularly utilized the services of such professionals. See, e.g., In re Adelphia Communications Corp., Case No. 02-41729 (REG) (Bankr. S.D.N.Y. June 25, 2003); In re WorldCom, Inc., Case No. 02-13533 (AJG) (Bankr. S.D.N.Y. July 29, 2003); In re Kmart Corp., Case No. 02-02474 (SPS) (Bankr. N.D. Ill. June 3, 2003); In re Enron Corp., Case No. 01-16034 (AJG) (Bankr. S.D.N.Y. June 5, 2002).

22. With respect to the reimbursement of expenses of members of any statutory committees, it is proposed that counsel for each committee, in accordance with the foregoing procedure for monthly compensation and reimbursement of Chapter 11 Professionals, collect and submit statements of expenses, with supporting vouchers, from members of the committee he or she represents. Each counsel would be responsible for ensuring that the reimbursement requests comply with this Court's Administrative Orders dated June 24, 1991 and April 21, 1995. The interim and final application process would also be applicable to committee member expenses.

23. The Debtors believe that establishing procedures for compensation and reimbursement of expenses will enable all parties-in-interest to monitor closely the costs of administration, maintain a level cash flow, and implement efficient cash management procedures. Moreover, on the Petition Date, the Debtors requested that this Court enter an order

approving a postpetition credit facility that will enable the Debtors to meet all of their postpetition working capital requirements, including the interim compensation and reimbursement of expenses of professionals sought to be retained by the Debtors. The Debtors are administratively solvent and believe that these procedures are in the best interests of the Debtors, their estates, and their creditors and will leave sufficient liquidity in these chapter 11 cases to meet all obligations proposed herein. Moreover, such procedures are consistent with the procedures established in other complex cases in this district. See, e.g., In re Delta Air Lines, Inc., Case No. 05-17923 (PCB) (Bankr. S.D.N.Y. Oct. 6, 2005); In re Winn-Dixie Stores, Inc., Case No. 05-11063 (RDD) (Bankr. S.D.N.Y. Mar. 15, 2005); In re Spiegel, Inc., Case No. 03-11540 (CB) (Bankr. S.D.N.Y. Apr. 10, 2003); In re WorldCom, Inc., Case No. 02-13533 (Bankr. S.D.N.Y. Aug. 13, 2002); In re Global Crossing, Ltd., Case No. 02-40187 (Bankr. S.D.N.Y. Jan. 28, 2002).

Notice

24. Notice of this Motion has been provided by facsimile, electronic transmission, overnight delivery, or hand delivery to (a) the Office of the United States Trustee, (b) the Debtors' 50 largest unsecured creditors, (c) counsel for the agent under the Debtors' prepetition credit facility, and (d) counsel for the agent under the Debtors' proposed postpetition credit facility. In light of the nature of the relief requested, under the Debtors submit that no other or further notice is necessary.

Memorandum Of Law

25. Because the legal points and authorities upon which this Motion relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) be deemed satisfied.

WHEREFORE, the Debtors respectfully request that this Court enter an order (a) establishing procedures for compensating and reimbursing Chapter 11 Professionals on a monthly basis and governing the interim and final fee application process, (b) establishing a Fee Committee, (c) authorizing retention of outside professionals by the Fee Committee, and (d) granting the Debtors such other and further relief as is just.

Dated: New York, New York
October 13, 2005

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Exhibit A

Model Fee Committee And Fee Procedures Protocol

Fee Committee

In an effort to monitor the fees incurred in these chapter 11 cases, a fee committee (the "Fee Committee") is hereby appointed, nunc pro tunc to October 8, 2005. The Fee Committee is authorized to review and analyze fee statements and interim and final fee applications submitted by professionals appointed by this Court in these chapter 11 cases (the "Retained Professionals") and verify compliance with the other procedures described herein.

The procedures described herein are supplementary to the procedures and requirements established in this Court's October •, 2005 Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (the "Fee Order"). In the event of a conflict between the provisions of the procedures and requirements described herein and those in the Fee Order, the Fee Committee Order (as defined below) shall control. The Fee Committee may, upon application to this Court, seek modifications to this protocol to assist the Fee Committee in discharging its duties.

All capitalized terms not defined herein shall have the meanings ascribed to them in the Fee Order.

Composition Of Committee

The Fee Committee will consist of two people appointed by and representative of each of the Creditors' Committee and the Debtors and one person appointed by and representative of the U.S. Trustee. Each member of the Fee Committee will have one vote on all Fee Committee matters.

Within ____ calendar days of entry of an Order approving the establishment of the Fee Committee and these procedures (the "Fee Committee Order"), each constituent group identified above shall advise the Debtors' attorneys of the identity of and contact information for its appointee to the Fee Committee and the designated contact person for each of such constituent group's professionals.¹ At the expiration of such period, the Debtors' attorneys will provide each appointee with: (i) a list of all appointees to the Fee Committee, including their contact information; (ii) a list of all designated contact persons for each of the Retained Professionals, including their contact information; (iii) a copy of each Retained Professional's

¹ Each member of the constituent groups that will comprise the Fee Committee reserves its respective rights to object to the nominations of other such constituent groups.

retention application; and (iv) fee statements and interim fee applications filed by each Retained Professional,² as applicable.

The Fee Committee shall elect one member to serve as Chairperson. The Chairperson shall be responsible for, among other things, scheduling meetings, and collecting and distributing fee statements and applications. The attorneys who are retained professionals for each member of the Fee Committee shall be responsible for submitting and prosecuting expense reimbursement applications for such member of the Fee Committee. In the event that the Fee Dispute is with respect to the attorneys who are Retained Professionals for the Chairperson, an alternate member selected by the Fee Committee shall act in place of the Chairperson with respect to that Fee Dispute and be represented by such member's attorneys who are Retained Professionals.

In appointing their representative to the Fee Committee, each constituent group is requested to appoint a senior businessperson with final decision-making authority on fee issues, but whose service on the Fee Committee will not adversely affect or disrupt such businessperson's organization.

In the event that a member of the Fee Committee resigns, the constituent group represented by that resigning member may designate a successor member. The Chairperson will be responsible for distributing contact information for the successor member. The Court may alter the membership of the Fee Committee at any time.

Compensation Of Committee Members

Members of the Fee Committee will receive no compensation for their service on the Fee Committee or time expended on Fee Committee matters. All members of the Fee Committee are entitled to reimbursement for reasonable, documented out-of-pocket costs and expenses from the estates. Such Fee Committee expenses include travel and lodging expenses for attendance at Fee Committee meetings. Such Fee Committee expenses do not include professional fees incurred by professionals advising Fee Committee members (which fees are included in fee applications and are otherwise compensable).

Service on the Fee Committee will not entitle any member thereof to compensation under section 503(b) of the Bankruptcy Code, and any right to such claim is expressly waived.

Budgets

At the time set forth below, each Retained Professional shall prepare a budget of the fees it expects to incur over the course of each two-month period during the pendency of these chapter 11 cases (a "Budget"). Each Budget shall set forth in reasonable detail the services anticipated to be provided over the next two-month period and the approximate aggregate fees to

² Fee statements and interim fee applications of the Retained Professionals will only begin to be circulated after [•].

be incurred in connection with the rendition thereof. Such services shall be allocated by task codes established by the Fee Committee.³ Such task codes shall only apply to future services. Each Budget shall state whether the Retained Professional's client has approved the Budget. To the extent a Budget includes a variance in excess of 25% in respect of a given month contained in a previous Budget, such Budget should include an explanation of such variance.

Within ____ calendar days of entry of the Fee Committee Order, counsel for the Chairperson shall serve on each Retained Professional a (i) timetable for the submission of all Budgets, (ii) a description of how the Fee Committee will assess the reasonableness of each fee application, (iii) and a description of any additional information or particular format that the Fee Committee may desire for Budgets, each of which shall be determined by the Fee Committee. The first of such Budgets will be due 30 calendar days after the Fee Committee has approved the task codes and given notice of the task codes to the Retained Professionals, and each subsequent Budget will be due by no later than the first business day of every other month thereafter.

Nothing herein shall require a Retained Professional to provide any information that would disclose privileged information or anything (including potential strategies) that in the Retained Professional's reasonable discretion could be damaging to its constituency. To preserve confidentiality, all Budgets or other information provided by any of the Retained Professionals shall be submitted on a confidential basis, subject only to (i) the Fee Committee's right to use the Budget on prior notice in connection with any fee dispute and (ii) the Retained Professional's right to seek a protective order or similar protection of information it claims confidential.

Even if actual fees significantly deviate from the amount of fees that have been budgeted by a Retained Professional, such deviation may not be the sole basis for the Fee Committee to object to a Retained Professional's fees. Instead, budgets will be submitted and analyzed with the understanding that they are based on assumptions and that it is not possible to predict the volume or course of the multitude of matters or issues that arise in chapter 11 cases and related litigation. Upon the filing by a Retained Professional of its interim fee application, it shall provide the Fee Committee with a written explanation of the major reasons for differences between its budgeted fees for a given month and its actual fees where such differences exceed 25% of the total fees requested. Such explanation shall be held in strict confidence by the Fee Committee and each member thereof and shall not be disclosed to any other party including such member's constituency or its advisors. On the submission of a monthly fee statement, interim fee application or final fee application, the Fee Committee shall discuss with such Retained Professional any variance between the fees actually incurred and those projected to be incurred in the Budget.

³ The task codes established by the Fee Committee shall not be the only task codes utilized in these cases. To the extent that certain of the Retained Professionals require unique task codes for services that do not apply to other Retained Professionals, such Retained Professionals may continue to allocate fees to separate, customized task codes.

Monthly Statements And Fee Applications

Each monthly statement and interim or final fee application, as applicable, shall be served upon each member of the Fee Committee in accordance with the timing provisions of the Fee Order.

Fee Disputes

The Fee Committee may contact the designee of any Retained Professional with respect to concerns it may have with respect to any fee statement or fee application to discuss, among other things, variances from such Retained Professional's Budget. The Fee Committee, by majority vote in accordance with the procedures set forth above, may distribute a confidential written statement to that Retained Professional describing any concern the Fee Committee may have with such Retained Professional's monthly statement or interim or final fee application ("Fee Committee Statement"). The Fee Committee and the Retained Professional served with such Fee Committee Statement shall endeavor to reach a mutually acceptable resolution of the issues raised by the Fee Committee. The Debtors' representative to the Fee Committee shall keep the Debtors apprised of any disputes and resolutions thereof to assure compliance with the provisions of the Fee Order. Pending such resolution, the Debtors shall compensate such Retained Professional for any amount otherwise due and payable that is not the subject of the Fee Committee Statement. In the event that the Fee Committee and the Retained Professional cannot reach a resolution with respect to the issues raised by the Fee Committee Statement within a reasonable period of time (which shall not exceed 45 days), such disputed portion of the fee statement or fee application may be submitted by the Retained Professional to the Court for resolution. The timing and effect with respect to responses to any Fee Committee Statement shall be governed by the procedures set forth in the Fee Order for objections.

If a disputed fee matter arising out of or relating to fees and/or expenses of any Retained Professional is filed with the Court (a "Fee Dispute"), the Fee Committee, by majority vote, may issue a Fee Committee Statement with respect to the Fee Dispute. Upon request of the Court, any member of the Fee Committee duly authorized by the Fee Committee, on behalf of the Fee Committee, may act as an expert witness only with respect to (a) any Fee Committee Statement issued in relation to the Fee Dispute, (b) any objection to such Fee Committee Statement, and (c) the fee applications or statements implicated thereby. If the Fee Committee does not issue a Fee Committee Statement with respect to the Fee Dispute, upon request of the Court, the Chairperson, on behalf of the Fee Committee may make such recommendations to the Court as are authorized by the Fee Committee with respect to the matters raised in the Fee Dispute.

Nothing contained herein shall affect the right of any party in interest to object or otherwise respond to any monthly statement or interim or final fee application.

Subsequent Retentions

Any professional retained by order of the Court subsequent to the date hereof shall be bound by the Fee Committee Order and the Fee Order and shall immediately contact the

Fee Committee to establish the submission of Budgets and fee statements or fee applications. The Fee Committee Order shall not be applicable to Ordinary Course Professionals.

Subject to further order of the Court, the Fee Committee may be authorized, upon appropriate application, to retain any professionals required to effectively discharge the duties described herein.

Committee Exculpation And Indemnification

The Fee Committee and each member thereof are hereby appointed officers of the Court with respect to the performance of their duties on the Fee Committee and provided the maximum immunity permitted by law from civil actions for all acts taken or omitted in the performance of their duties and powers on the Fee Committee. No person or entity shall commence an action against the Fee Committee or any member thereof in connection with Fee Committee matters except in this Court.

The Fee Committee and each member thereof are hereby indemnified by the Debtors' estates for losses or costs of defense incurred as a result of acts taken or omitted, in each case in good faith, in the performance of their duties as a member of the Fee Committee.

Any and all claims or causes of action not instituted against the Fee Committee or any member thereof (solely in their capacity as a member of the Fee Committee) prior to the tenth calendar day after entry of an order determining the last final fee application in these cases shall be barred forever and discharged and all persons and entities shall be enjoined from prosecuting such claims in any manner thereafter.

Each Retained Professional may seek an Order on appropriate notice seeking relief from any of the provisions of the Fee Committee Order.

Hearing Date: October 27, 2005, 10:00 a.m.
Objection Deadline: October 24, 2005, 4:00 p.m.

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05- 44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF MOTION FOR ADMINISTRATIVE ORDER
UNDER 11 U.S.C. § 331 ESTABLISHING PROCEDURES FOR
INTERIM COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF PROFESSIONALS

PLEASE TAKE NOTICE that on October 8, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases filed the Motion For Administrative Order Under 11 U.S.C. §331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (the "Motion").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Motion on a final basis will be held on October 27, 2005, at 10:00 a.m. (Prevailing Eastern Time) ("the Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York, 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Motion on a final basis (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the Southern District of New York, (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General

Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) special counsel to the Debtors, Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022 (Att'n: Douglas P. Bartner), (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Marissa Wesley), (v) counsel for the agent under the Debtors' proposed postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (vi) counsel to any official committee formed in these cases, and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time)** on **October 24, 2005** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter a final order granting the Motion **without further notice**.

Dated: New York, New York
October 13, 2005

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
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New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
:
In re :
:
Chapter 11
DELPHI CORPORATION, et al., :
:
Case No. 05-44481(RDD)
:
Debtors. : (Jointly Administered)
:
----- X

ORDER UNDER 11 U.S.C. § 331
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

("INTERIM COMPENSATION ORDER")

Upon the motion, dated October 8, 2005 (the "Motion"),¹ of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under section 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), establishing procedures for interim compensation and reimbursement of expenses of court-approved professionals (the "Chapter 11 Professionals"); and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion.

herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. Except as may otherwise be provided in subsequent orders of this Court authorizing the retention of Chapter 11 Professionals, all professionals in these cases may seek interim compensation and reimbursement of expenses in accordance with the following procedure:

(a) On or before the last day of the month following each calendar month for which compensation is sought, each professional shall serve a monthly statement by hand or overnight delivery upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: General Counsel, (ii) Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606, Att'n: John Wm. Butler, Jr., Esq., (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004, Att'n: Alicia M. Leonhard, Esq. (the "U.S. Trustee"), (iv) counsel for any official committee appointed in these cases, (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York, 10017 (Att'n: Marissa Wesley), and (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York, 10017 (Att'n: Marlane Melican) (collectively, the "Notice Parties").

(b) The monthly statement need not be filed with this Court and a courtesy copy need not be delivered to the presiding judge's chambers because this Order is not intended to alter the fee application requirements outlined in sections 330 and 331 of the

Bankruptcy Code, and the Chapter 11 Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Local Rules for the United States Bankruptcy Court, Southern District of New York (the "Local Rules").

(c) Each monthly fee statement must contain a list of the individuals and their respective titles (e.g., attorney, accountant, or paralegal) who provided services during the statement period, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred, and contemporaneously maintained time entries for each individual in increments of tenths (1/10) of an hour. No professional may seek reimbursement of an expense that would otherwise not be allowed pursuant to this Court's Administrative Orders, dated June 24, 1991 and April 21, 1995, or the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, dated January 30, 1996.

(d) Each person receiving a statement shall have at least 15 days after its receipt to review it. In the event such person has an objection to the compensation or reimbursement sought in a particular statement, such person shall, by no later than the 45th day following the month for which compensation is sought, serve upon the professional whose statement is objected to, and the Notice Parties, a written "Notice Of Objection To Fee Statement" setting forth the nature of the objection and the amount of fees or expenses at issue.

(e) At the expiration of the 45-day period, the Debtors shall promptly pay 80% of the fees and 100% of the expenses identified in each monthly statement to which no objection has been served in accordance with paragraph (d). Any disbursements from the

holdback amount shall be made in accordance with the recommendation of the Fee Committee and/or as may be determined by this Court.

(f) If the Debtors receive an objection to a particular fee statement, they shall withhold payment of that portion of the fee statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (e) hereof.

(g) Similarly, if the parties to an objection are able to resolve their dispute following the service of a Notice Of Objection To Fee Statement, and if the party whose statement was objected to serves upon all of the Notice Parties a statement indicating that the objection is withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (e), that portion of the fee statement which is no longer subject to an objection.

(h) All objections that are not resolved by the parties shall be preserved and presented to this Court at the next interim or final fee application hearing to be heard by this Court (see paragraph (j) below).

(i) The service of an objection in accordance with paragraph (d) shall not prejudice the objecting party's right to object to any fee application made to this Court in accordance with the Bankruptcy Code on any ground, whether raised in the objection or not. Furthermore, the decision by any party not to object to a fee statement shall not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to this Court in accordance with the Bankruptcy Code.

(j) Approximately every 120 days, but no more than every 150 days, each of the Chapter 11 Professionals shall serve and file with this Court an application for

interim or final court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code, as the case may be, of the compensation and reimbursement of expenses requested.

(k) Any professional who fails to file when due an application seeking approval of compensation and expenses previously paid under these procedures when due (i) shall be ineligible to receive further monthly payments of fees or expenses as provided herein until further order of this Court and (ii) may be required to disgorge any fees paid since his or her retention or the last fee application, whichever is later.

(l) The pendency of an application or an order that payment of compensation or reimbursement of expenses was improper as to a particular statement shall not disqualify a professional from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by this Court.

(m) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses of any of the Chapter 11 Professionals.

(n) In the event of the administrative insolvency of the Debtors, the Creditors' Committee or the U.S. Trustee may seek contribution of any unapplied retainers to fund pro rata payments to retained professionals whose claims are not paid through any carve-out amount that had been established by a financing order in these cases and the rights of all retained professionals holding such retainers shall be fully reserved with respect to any such application.

(o) Counsel for each official committee may, in accordance with the foregoing procedure for monthly compensation and reimbursement of professionals, collect and

submit statements of expenses, with supporting vouchers, from members of the committee he or she represents; provided, however, that such committee counsel ensures that these reimbursement requests comply with this Court's Administrative Orders, dated June 24, 1991 and April 21, 1995.

3. Each professional may seek, in its first request for compensation and reimbursement of expenses pursuant to this Order, compensation for work performed and reimbursement for expenses incurred during the period beginning on the date of the professional's retention and ending on November 30, 2005.

4. The Debtors shall include all payments to professionals on their monthly operating reports, detailed so as to state the amount paid to each of the professionals.

5. Any party-in-interest may object to requests for a monthly payment made pursuant to this Order on the grounds, among others, that the Debtors have not timely filed monthly operating reports, remained current with their administrative expenses and 28 U.S.C. § 1930 fees, or a manifest exigency exists, by seeking further order of this Court. Otherwise, this Order shall continue and shall remain in effect during the pendency of these cases.

6. All fees and expenses paid to Chapter 11 Professionals under these compensation procedures are subject to disgorgement until final allowance by this Court.

7. Service of interim fee applications and final fee applications (collectively, the "Applications") may be limited to the Notice Parties.

8. All other parties who have filed a notice of appearance with the Clerk of this Court and requested notice of pleadings in these chapter 11 cases shall be entitled to receive only notice of hearing on the Applications.

9. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

10. This Court hereby directs that, on or before November 15, 2005, each of the U.S. Trustee, the Debtors, and the Creditors' Committee advise the Debtors' attorneys of the identity of and contact information for its appointee(s) to the Fee Committee. On or before December 15, 2005, the Fee Committee shall submit to this Court for its approval a protocol regarding the Fee Committee, its composition, mandate, and procedures, generally in the form of the suggested model protocol attached as Exhibit A hereto.

11. This Court hereby authorizes the Fee Committee to retain such professionals, including without limitation separate counsel and a fee examiner, as it reasonably determines necessary and such professionals shall be authorized to provide such services as the Fee Committee reasonably determines will allow it to fulfill its duties economically and effectively.

12. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

13. The requirement under Rule 9013-1(b) the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

14. In the event of the administrative insolvency of the Debtors, the Creditors' Committee or the U.S. Trustee may seek contribution of any unapplied retainers to fund pro rata payments to retained professionals whose claims are not paid through any carve-out amount that had been established by a financing order in these cases and the rights of all retained professionals holding such retainers shall be fully reserved with respect to any such application.

Dated: New York, New York
October__, 2005

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT F

Company	Contact	Address 1	Address 2	City	State	Zip	Country
Abate		Tax Id 382374804	PO Box 67000	Detroit	MI	482670409	
Adams and Adams		PO Box 1014	Pretoria 0001				
Adelson Testan Bruno		100 Ocean Gate Ste 830		Long Beach	CA	90802	US
Alvarez Notzon and Gutierrez Llp		415 Shiloh Dr		Laredo	TX	78045	US
American Appraisal Associates		411 East Wisconsin Ave	Ste 1900	Milwaukee	WI	53201	US
Anne Murphy Patent Services		Name Chnge Lof 9/96	PO Box 2128 Eads St Sta	Arlington	VA	22202	
Antonelli Terry Stout and Kraus		Lip	1300 N 17th St Ste 1800	Arlington	VA	22209	US
Arent Fox Kintner Plotkin &		Kahn	1050 Connecticut Ave Nw	Washington	DC	20036	US
Artz John A Pc		28333 Telegraph Rd Ste 250		Southfield	MI	48034	US
Ask Services Inc		42180 Ford Rd Ste 101		Canton	MI	48187	US
Asset Management Resources Inc		26211 Central Pk Blvd		Southfield	MI	48076	US
Baker and Botts Lip		1299 Pennsylvania Ave Nw		Washington	DC	20004	US
Baker and Botts Lip		1600 San Jacinto Ctr	98 San Jacinto Blvd	Austin	TX	78701	US
Baker and Botts Lip		PO Box 201626		Houston	TX	77216-1626	
Baker and Daniels		300 N Meridian St Ste 2700	Remit Updt 8 01 Csp	Indianapolis	IN	46204	US
Baker and Mckenzie		660 Hansen Wy		Palo Alto	CA	94304	US
Baker and Mckenzie		Addr Chnge Lof 9/96	701 Brickell Ave Ste 1600	Miami	FL	33131	US
Baker and Mckenzie		Add Chg 12/28/04 Ah	One Prudential Plaza	Chicago	IL	60601	US
Baker and Mckenzie		130 E Randolph Ste 2500		Chicago	IL	60601	US
Baker and Mckenzie		805 3rd Ave		New York	NY	10022	US
Baker and Mckenzie		Societe Davocats	32 Ave Kleber Bp 2112				FR
Baker and Mckenzie		PO Box 10220		El Paso	TX	79995	
Baker and Mckenzie Abogados Sc		Pl Trinunfo De La Republica 3304	Piso 2	Juarez Chihuahua		32330	MX
Baker and Mckenzie Abogados Sc		Add Chg 8 97	PO Box 10220	El Paso	TX	79995	
Baker and Mckenzie Lip		815 Connecticut Ave Nw		Washington	DC	20006	US
Baker and Mckenzie Lip		One Prudential Plaza	130 East Randolph	Chicago	IL	60601	US
Baker and Mckenzie Lip		100 New Bridge St		London		EC4V 6JA	GE
Baker and Mckenzie M 287		Jet Cargo International	Avenida Francisco De Miranda	Caracas Venezuela			VE
Balch and Bingham		PO Box 306		Birmingham	AL	35201	
Banner and Witcoff Ltd		10 S Wacker Dr Ste 3000		Chicago	IL	60606	US
Barnes and Thornburg		C/o J Kyle 1313 Merchants Bk	11 S Meridian St	Indianapolis	IN	46204	US
Barnes and Thornburg		11 S Meridian	1313 Merchants Bank Bldg	Indianapolis	IN	46204	US
Barnett Associates Inc		61 Hilton Ave		Garden City	NY	11530	US
Bell Anderson and Sanders Llc		496 Broadway		Laguna Beach	CA	92651	US
Beusse Brownlee Wolter Mora &		Maire Pa	390 N Orange Ave Ste 2500	Orlando	FL	32801	US
Bliss Mclgynn Pc		2075 W Big Beaver Rd Ste 600		Troy	MI	48084	US
Bnp Paribas Securities Corp		787 7th Ave		New York	NY	10019	US
Bowman and Brooke		160 W Santa Clara St Ste 1150		San Jose	CA	95113	US
Bowman and Brooke		150 S 5th St Ste 2600		Minneapolis	MN	55402	US
Bowman and Brooke		Riverfront Plaza West Tower	901 E Byrd St Ste 1500	Richmond	VA	23219	US
Bowman and Brooke		PO Box 1414 Ncb 13		Minneapolis	MN	554801414	
Bowman and Brooke		Add Chg 4 98	PO Box 1414 Ncb 13	Minneapolis	MN	554801414	
Braun Kendrick Finkbeiner		Plc	101 N Washington St Ste 812	Saginaw	MI	48607	US
Braun Kendrick Finkbeiner Plc		Second National Bank Building	101 Fashion Square Blvd	Saginaw	MI	48603	US
Braun Kendrick Finkbeiner Plc		Second National Bank Bldg	Ste 812 101 N Washington Ave	Saginaw	MI	48607	US
Braun Kendrick Finkbeiner Plc		4301 Fashion Square Blvd		Saginaw	MI	48603	US
Braun Kendrick Finkbeiner Plc		812 Second National Bank Bldg		Saginaw	MI	48607	US
Brubaker and Associates Inc		PO Box 412000		St Louis	MO	631412000	

Company	Contact	Address 1	Address 2	City	State	Zip	Country
Bsi America Inc		13910 Collections Ctr Dr		Chicago	IL	60693	US
Bsi America Inc		British Standards Institution	12110 Sunset Hills Rd Ste 140	Reston	VA	20190	US
Bsi America Inc		Bsi Management Systems	12110 Sunset Hills Rd Ste 200	Reston	VA	20190	US
Bsi America Inc		Frmly British Standards Instit	Fmly Bsi Uptd Ltr 8 99 12 99	Reston	VA	20170	US
Bsi America Inc		12110 Sunset Hills Rd	Ste 140	Reston	VA	20190	US
Bsi Management Systems		13910 Collections Ctr Dr		Chicago	IL	60693	US
Bugbee and Conkle Esq		405 Madison Ave Ste 1300		Toledo	OH	43604	US
Butzel Long Pc		150 W Jefferson Ste 900		Detroit	MI	48226	US
C&s Patent and Law Service		Name Updte 2 99	KPO Box 103				
Cabinet Poupon Michel		3 Rue Ferdinand Brunot	88026 Epinal Cedex				FR
Cadwalader Wickersham and Taft		Llp	1201 F St Nw	Washington	DC	20004	US
Cadwalader Wickersham and Taft		1201 F St Nw		Washington	DC	20004	US
Cantor Colburn Llp		55 Griffin Rd South	Remit Uptd 3 2000 Letter	Bloomfield	CT	06002	US
Cardinal Law Group Ltd		Old 364401732	1603 Orrington Ave Ste 2000	Evanston	IL	60201	US
Cattel Tuyn and Rudzewicz Pllc		Governers Pl	33 Bloomfield Hills Pkwy	Bloomfield Hills	MI	48304	US
Cherry Edson And Kelly		175 Fulton Ave		Hempstead	NY	11550	US
Chester Willcox and Saxbe Llp		65 E State St Ste 1000		Columbus	OH	43215	US
Chevez Abogados Sc		Bosque De Ciruelos 168	6 Piso	Df Mexico		11700	MX
China Patent Agent Hk Ltd		Bank Of China Harbour Rd	A C No 01288490000778	Hong Kong			HK
China Patent Agent Hk Ltd		Add Chg 4/02 Mh	23 Harbour Rd	Hong Kong			HK
Christie Parker and Hale Llp		350 W Colorado Blvd Ste 500		Pasadena	CA	91109	US
Christopher Levasseur		Attorney At Law	111 W Long Lake Rd Ste 202	Troy	MI	48098	US
Clark Consulting		101 Constitution Ave Nw		Washington	DC	20001	US
Clark Hill Plc		1600 First Federal Bldg	1001 Woodward Ave	Detroit	MI	48226	US
Clark Hill Plc		500 Woodard Ave Ste 3500	Update Zip 6/20/05 Am	Detroit	MI	48226	US
Clark Thomas and Winters Pc		PO Box 1148		Austin	TX	78767	
Consortium Industriel		Commercial and Maritime	19 Blvd Imam Ali	Kenitra			MA
Conway Mackenzie and Dunleavy		401 S Old Woodward Ste 340		Birmingham	MI	48009	US
Coolidge Wall Womsley &		Lombard Trust Acct	33 W 1st St Ste 600	Dayton	OH	45402	US
Coolidge Wall Womsley &		Lombardo Co Lpa P Merrill	Coolidge Wall Etal	Dayton	OH	45402	US
Couch White Brenner		540 Broadway		Albany	NY	12204	US
Couch White Llp		Dbal Multiple Intervenors	Attn Accounting	Albany	NY	12201	US
Couch White Llp		540 Broadway		Albany	NY	12201	US
Covington and Burling		1201 Pennsylvania Ve		Washington	DC	20044	US
Cramer and Laws		Hubertusstrasse 15		Brilon		D-59929	DE
Crew Buchanan and Lowe		2580 Kettering Tower		Dayton	OH	45423	US
Crowley Stringer and Fenske Llp		Fmly Cyril and Crowley Llp	456 Montgomery St 17th Fl	San Francisco	CA	94104	US
Customs Network Ltd		36 Pk Rd	Benfleet	Essex		SS7 3PP	GE
David Levasseur		3656 Seven Mile Rd		Bay City	MI	48706	US
Dechert Llp		30 Rockefeller Plaza		New York	NY	10112	US
Deloitte and Touche		4214 Collection Ctr Dr		Chicago	IL	60693	US
Deloitte and Touche		Ste 900	600 Renaissance Ctr	Detroit	MI	48243	US
Deloitte and Touche		600 Renaissance Ctr	Ste 900	Detroit	MI	48243	US
Deloitte and Touche		400 One Financial Plaza	120 S 6th St	Minneapolis	MN	55407	US
Deloitte and Touche		Ias Conference	Two Hilton Court	Parsippany	NJ	07054	US
Deloitte and Touche		6 Shenton Way 32 00	Dbal Building Tower Two	Singapore		068809	SG
Deloitte and Touche		Wisma Antara 17th and 18th Fl	Jl Medan Merdeka Selatan 17	Jakarta		10110	ID
Deloitte and Touche		Deloitte and Touche Consulting G	1 Stonecutter St Stoncutter Ct	London		EC4A 4TR	GE

Company	Contact	Address 1	Address 2	City	State	Zip	Country
Deloitte and Touche		4 Water St	Martins Building	Liverpool		L28UY	GE
Deloitte and Touche		180 Strand	Wc2r 18l London	London			GE
Deloitte and Touche		185 Ave Charles De Gaulle		Neuilly		92200	FR
Deloitte and Touche		102 Kuang Fu South Rd 7th Flr		Taipei Roc			CN
Deloitte and Touche		Mec Ivor 226	Casilla 3147	Santiago Chile			CL
Deloitte and Touche		181 Ave Charles De Gaulle	92205 Neuilly Sur Seine Cedex				FR
Deloitte and Touche		Amoreiras Torre 1 15	1070 101 Lisboa				PT
Deloitte and Touche		Hill House	1 Little New St	London			GE
Deloitte and Touche		Dept 77393	PO Box 77000	Detroit	MI	482770393	
Depenning and Depenning		10 Government Pl East	Kolkata 700 069				DE
Det Norske Veritas		3 Cathedral St	Palace House	London		SE19DE	GE
Det Norske Veritas		Co Banque Nationale De Paris	77 Blvd Richelieu				FR
Det Norske Veritas Certificati		Dnv Certification	16340 Pk Ten Pl Ste 100	Houston	TX	77084	US
Det Norske Veritas Certificati		Dnvqa	64 Ave D Haifa	Marseille		13008	FR
Det Norske Veritas Holding Usa		16340 Pk Ten Pl Ste 100		Houston	TX	77084	US
Det Norske Veritas Indus		Frmly Dnv Certification Inc	16340 Pk Ten Pl Ste 100	Houston	TX	77084	US
Dickinson Wright		Forest Waste Admin Acct	Dickinson Wright Susan Betka	Detroit	MI	48226	US
Dierker and Associates Pc		3331 W Big Beaver Rd Ste 109		Troy	MI	48084	US
Drew and Napier		20 Raffles Pl No 17 00	Ocean Towers	Singapore		048620	SG
Drew Eckl and Farnham Llp		Drew Eckl and Farnham Llp	880 W Peachtree St Nw	Atlanta	GA	30357	US
Drew Eckl and Farnham Llp		880 W Peachtree St		Atlanta	GA	30357	US
Drinker Biddle and Reath Llp		Add Chg 11 01	1 Logan Square	Philadelphia	PA	19103	US
Due Doyle Fanning Ewing and Metzger		55 Monument Circle	900 Circle Tower Building	Indianapolis	IN		US
Dykema Gossett Pllc		Zip Corr 06/14/05 Cp	400 Renaissance Ctr	Detroit	MI	48243	US
Dykema Gossett Pllc		400 Renaissance Ctr	Drawer 1787	Detroit	MI	48243	US
Eldridge Cooper Steichen &		Leach Pllc	110 W 7th St Ste 200	Tulsa	OK	74119	US
Equis Corporation		161 North Clark St	Ste 2400	Chicago	IL	60601	US
Evans Pletkoic and Rhodes Pc		26125 Woodward Ave		Huntington Woods	MI	48070	US
Eyster Key Tubb Weaver and Roth		402 E Moulton St Sd		Decatur	AL	35601	US
Eyster Key Tubb Weaver and Roth		PO Box 1607		Decatur	AL	356021607	
Falkowski Pllc		PO Box 650		Novi	MI	483760650	
Ford Howard and Cornett Pc		PO Box 388		Gadsden	AL	359020388	
Foster Swift Collins and Smith		Pc	313 S Washington Sq	Lansing	MI	48933	US
Foster Swift Collins and Smith		Acct Of Robert Murvine	Case Gc 2008 89	Lansing	MI	37740	US
Foster Swift Collins and Smith		313 S Waghington Square		Lansing	MI	48933	US
Fulbright and Jaworski Llp		666 Fifth Ave		New York	NY	10103	US
Gable and Gotwals		1100 Oneok Plaza	100 West Fifth St	Tulsa	OK	74103	US
Genzink Appraisal Company		Add Corr 04/18/05 Cp	2120 44th St Se No 301	Grand Rapids	MI	49508	US
Gielowski And Steiner Llp		135 Delaware Ave Ste 405		Buffalo	NY	14202	US
Global Quality Institute Inc		37 Marotta Ave		Brampton	ON	L6X 4W9	CN
Goldberg Segalla Llp		Rmt Chng 04/20/04 Qz859y	665 Main St Ste 400	Buffalo	NY	14203	US
Gowling Lafleur Henderson Llp		160 Elgin St Ste 2600		Ottawa	ON	K1P 1C3	CN
Gowling Lafleur Henderson Llp		Box 466 Station D		Ottawa		ON K1P 1C3	CN
Groves Decker Pc		2413 South Linden Rd		Flint	MI	48532	US
Gwinn and Roby		4100 Renaissance Twr	1201 Elm St	Dallas	TX	75270	US
Hack Piro Oday Merklinger		Wallace and Mckenna Pa	30 Columbia Tkp	Florham Pk	NJ	07932	US
Haley and Aldrich Of Michigan		Inc	44808 Helm St	Plymouth	MI	48170	US
Haley and Aldrich Of Michigan In		Haley and Aldrich	44808 Helm St	Plymouth	MI	48170	US

Company	Contact	Address 1	Address 2	City	State	Zip	Country
Hamberger and Weiss		1725 Statler Towers	107 Delaware Ave	Buffalo	NY	14202	US
Harlan And Harlan		1360 S Fifth St		St Charles	MO	63301	US
Hartman and Hartman Pc		15 North Franklin	Ste 250	Valparaiso	IN	48383	US
Hartman and Hartman Pc Eft		Patent and Trademark Practice	552 E 700 N	Valparaiso	IN	46383	US
Heller Ehrman White &		Mcauliffe Llp	7 Time Square	New York	NY	10036	US
Heller Ehrman White and Mcauliffe		120 West 45th St	21st Fl	New York	NY	10036	US
Heller Ehrman White and Mcauliffe		PO Box 60000		San Francisco	CA	94160-3536	
Hensler Ralph		Corr St 12/16/04 Cp	1623 Third Ave 20g	New York	NY	10128	US
Hewitt Associates Llc		100 Half Day Rd	Chg Rmt Add 08/04/03 Vc	Lincolnshire	IL	60069	US
Hewitt Associates Llc		Hewitt Assoc	101 W Big Beaver Rd Ste 300	Troy	MI	48084	US
Hewitt Associates Llc		PO Box 95135		Chicago	IL	60694-5135	
Hogan and Hartson Llp		555 Thirteenth St Nm		Washington	DC	02004	US
Holloway Dobson and Bachmanpc		Nm Corr Per W9 1/9/02 Cp	211 N Robinson Ste 900	Oklahoma City	OK	73102	US
Honigman Miller Schwartz &		Cohn Trust Acct C O J Dunskey	2290 First National Bldg	Detroit	MI	48226	US
Honigman Miller Schwartz &		Cohn Client Trust Acct	C/o C Dunskey Honigman Miller	Detroit	MI	48226	US
Honigman Miller Schwartz &		Cohn Client Trust Acct Rsrq	S Vasich 2290 1st Natl	Detroit	MI	48226	US
Honigman Miller Schwartz And		Cohn Llp	222 N Washington Sq Ste 400	Lansing	MI	48933	US
Honigman Miller Schwartz and Cohn		2290 First National Building	660 Woodward Ave	Detroit	MI	48226	US
Honigman Miller Schwartz And Cohn		222 N Washington Square		Lansing	MI	48933	US
Honigman Miller Schwartz Et Al		660 Woodward Ave		Detroit	MI	48226	US
Horwood Marcus and Berk		Chartered	180 N Lasalle Ste 3700	Chicago	IL	60601	US
Horwood Marcus and Berk Chartered		180 N Lasalle St		Chicago	IL	60601	US
Howard and Howard Attorneys		Pinehurst Office Ctr Ste 101	39400 Woodward Ave	Bloomfield Hills	MI	48304	US
Howard and Howard Attorneys Pc		C/o Chris Danikolas	1400 N Woodward Ave Ste 250	Bloomfield Hills	MI	48304	US
Howard and Howard Attorneys Pc		1400 N Woodward Ave Ste 101		Bloomfield Hills	MI	48304	US
Hudson Potts and Bernstein Llp		P O Drawer 3008	130 Desiard St	Monroe	LA	71210	US
Huron Consulting Services Llc		550 W Van Buren St		Chicago	IL	60607	US
Indiec Indiana Industrial		Energy Consumers Inc	1700 One American Sq Box 82053	Indianapolis	IN	46282	US
Jaekle Fleischman and Mugel Llp		Add Chg 08/21/04 Ah	Fleet Bank Building	Buffalo	NY	14202	US
Jaekle Fleischman and Mugel Llp		190 Linden Oaks		Rochester	NY	14625	US
Jaffe Raitt Heuer and Weiss Pc		27777 Franklin Rd Ste 2500	Add Chg Per W9 05/23/05 Cp	Southfield	MI	48034	US
Jm Robertson Intellectual Property		233 South Pine St		Spartanburg	SC	29302	US
Johnston Barton Proctor &		Powell	1901 6th Ave N Ste 2900	Birmingham	AL	35203	US
Johnston Barton Proctor &		Powell	2900 Amsouth Harbert Plaza	Birmingham	AL	35203	US
Johnston Barton Proctor &		Powell Llp	Attnruwena Healy	Birmingham	AL	35203	US
Jones Day		501 Chng 11/02/04 Oneil	901 Lakeside Ave	Cleveland	OH	44114	US
Jones Day		Frmly Jones Day Reavis and Pogue	901 Lakeside Ave	Cleveland	OH	44114	US
Jones Day		W9 Rec 1/21 On Afc 341367837	901 Lakeside Ave	Cleveland	OH	44114	US
Jones Day Reavis and Pogue		Addr Chnge Lof 10/96	North Point 901 Lakeside Ave	Cleveland	OH	44114	US
Jones Lang Lasalle Americas Inc		200 E Randolph Dr	Ste 4300	Chicago	IL	60601	US
Keating Muething and Klekamp		1400 Provident Tower	1 E 4th St	Cincinnati	OH	45202	US
Kim and Chang		Seyang Building 223	Naeja Dong Jongno Gu	Seoul			SK
Kim and Chang		Seyang Bldg	223 Naeja Dong Chongro Du	Seoul 11o			SK
Kirton and Mcconkie		Zip Corr 9/15/03	60 E S Temple No 1800	Salt Lake City	UT	84145	US
Kpmg Llp		National Independent Statisica	303 E Wacker Dr	Chicago	IL	60601	US
Kpmg Llp		77 West St Ste 300		Annapolis	MD	21401	US
Kpmg Llp		150 West Jefferson Ste 1200		Detroit	MI	48226	US
Kpmg Llp		345 Pk Ave		New York	NY	10154	US

Company	Contact	Address 1	Address 2	City	State	Zip	Country
Kpmg Llp		717 North Harwood St Ste 3100		Dallas	TX	75201	US
Kpmg Llp		1 Puddle Dock	Ec4v 3pd London	London			GE
Kpmg Llp		PO Box 120001 Dept 0593	See Dcn 10377132/w9 Add	Dallas	TX	753120593	
Kpmg Llp		Add Chg 08/20/04 Ah	PO Box 120001 Dept 0970	Dallas	TX	753120970	
Kpmg Llp		Dept 0918 PO Box 120001		Dallas	TX	753120918	
Kronish Lieb Weiner and Hellman Llp		1114 Ave Of The Americas	Ste 4600	New York	NY	10036	US
Lamothe and Hamilton Aplc		601 Poydras St Ste 2750		New Orleans	LA	70130	US
Lathrop and Gage Lc		2345 Grand Blvd		Kansas City	MO	64108	US
Lavin Coleman Oneil Ricci		Add Chg 9 97	Finarelli and Gray	Mount Laurel	NJ	08054	US
Lavin Coleman Oniel Ricci		Finarelli and Gray	780 3rd Ave	New York	NY	10017	US
Lavin Oneil Ricci Cedrone &		Disipio Nm Chg 7/15/04 Cp	Ste 500 Add Chg 6/29/04 Cp	Philadelphia	PA	19106	US
Lavoie Marylou J		1 Banks Rd		Simsbury	CT	06070	US
Law Office Of Robert E Wilyard		600 W Santa Ana Blvd No 101		Santa Ana	CA	92701	US
Lc Begin and Associates Pllc		510 Highland Ave Pmb 403		Milford	MI	48381	US
Leger Robic Richard Llp		Centre Cdp Capital	1001 Victoria Sq Bloc E 8th Fl	Montreal	PQ	H2Z 2B7	CN
Lenox Socey Wilgus Formidoni Brown		3131 Princeton Pike 1b		Trenton	NJ	08648	US
Lesley C Levasseur		1514 So Monroe St		Bay City	MI	48708	US
Letson Griffith Woodall		Lavelle and Rosenberg Co Lpa	PO Box 151	Warren	OH	444820151	
Letson Griffith Woodall Lavelle and		155 South Pk Ave		Warren	OH	44482	US
Levasseur and Levasseur		28105 Greenfield Rd	Ste 120	Southfield	MI	48076	US
Lewis and Kappes		C/o Jon P Wickes Jr	PO Box 82053	Indianapolis	IN	46282	
Lewis J Gordon		DbA J Gordon Lewis Pllc	441 N Evansdale Dr	Bloomfield Hills	MI	48304	US
Lippert Humphreys Campbell		Dust and Humphreys Pc	Ste 410 Plaza North	Saginaw	MI	48604	US
Locke Reynolds Llp		Remit Chg 4/12/05 Cp	201 N Illinois St Ste 1000	Indianapolis	IN	46244	US
Manitz and Finsterwald and Partner		Postfach 31 02 20	80102 Munchen				DE
Maria Luisa Flores Garciadiego		Avenida Universidad 2014	Edificio Paraguay Ground Fl 4	Delegacion Coyoacan	DF MEXICO		MX
Marilyn M Jones and Associates		Ltd	PO Box 1103	Michigan City	IN	46361	
Marshall Gerstein and Borun		6300 Sears Tower	233 S Wacker Dr	Chicago	IL	60606	US
Martin Brown and Sullivan Ltd		321 S Plymouth Ct 10th Fl		Chicago	IL	60604	US
Mccarter and English		Mellon Bank Ctr Ste 700	1735 Market St	Philadelphia	PA	19103	US
Mccarthy Lebit Crystal &		Liffman Co Lpa Uptd Per Goi Gj	1800 Midland Building 04/18/5	Cleveland	OH	44115	US
Mccarthy Tetrault		Ste 4700 Toronto Dominion	Bank Tower	Toronto	ON	M5K 1E6	CN
Modermott Will and Emery Llp		Nm/add Chg 06/08/05 Cp	28 State St	Boston	MA	02109	US
Mcelroy Deutsch Mulvaney And Carpen		100 Mulberry St		Newark	NJ	07102	US
Mcgann Bartlett And Brown		111 Founders Plaza	Ste 1201	East Hartford	CT	06108	US
Mcglynn and Luther		500 N Broadway Ste 1515		Saint Louis	MO	63102	US
Mckenna Long and Aldridge Llp		Frmly Mckenna and Cuneo Llp	1900 K St N W	Washington	DC	20006	US
Mcnees Wallace and Nurick		PO Box 1166	100 Pine St	Harrisburg	PA	171081166	
Micheal Best And Fredrick Llp		100 East Wisconsin Ave	S300	Milwaukee	WI	53202	US
Miller Canfield Paddock &		Stone	150 W Jefferson Ste 2500	Detroit	MI	48226	US
Miller Canfield Paddock and Stone Plc		Po Drawer 64348		Detroit	MI	48264-0348	
Mintz Levin Cohn Ferris		Glovsky and Popeo Pc	1 Financial Ctr	Boston	MA	02111	US
Momsen Leonardos and Cia Eft		Rua Teofilo Otoni 63	10 Andar Centro Rio De Janeiro				FR
Moore Hansen and Sumner		225 S Sixth St Ste 4850	Add Chg 01/06/05 Cp	Minneapolis	MN	55402	US
Mounce Green Myers Safi &		Galatzan	100 N Stanton Ste 1700	El Paso	TX	79901	US
Naciri and Associates Gide L Nouel		52 Blvd Zerkouni	Espace Erreda 5eme Etage	Casablanca		20000	MA
Navarre Mark A		200 S Main St		Urbana	OH	43078	US
Navarre Mark A		DbA Law Office Of Mark Navarre	PO Box 537	Urbana	OH	43078	

Company	Contact	Address 1	Address 2	City	State	Zip	Country
Neal Gerber and Eisenberg		2 North Lasalle St		Chicago	IL	60602	US
O Brien and Bails		141 E Michigan Ste 601	Add Updated 02/17/05 Ah	Kalamazoo	MI	49007	US
Ogne Alberts and Stuart Pc		1869 E Maple Rd	Update Per Goi 11/15/04 Am	Troy	MI	48083	US
Okabe International Patent		Office	602 Fuji Bldg 2 3 Marunouchi	100 0005			JP
Pack Wesley D Jr		16533 E Campbell		Gilbert	AZ	85234	US
Pack Wesley D Jr		201 Donna Mae Ln		Leonard	MI	48367	US
Parker And Irwin		348 West Hospitality Ln		San Bernadino	CA	92408	US
Paul E Riegel Esq		2525 N 124th St		Brookfield	WI	53005	US
Paul Hastings Jafonsky and Wal		600 Peachtree St Ne Ste 2400		Atlanta	GA	30308	US
Paul Hastings Janofsky and Eft		Walker Lip	600 Peachtree St Ne Ste 2400	Atlanta	GA	30308	US
Pauls Brian C		Law Offices Of Brian C Pauls	919 S Harrison St Ste 320	Fort Wayne	IN	46802	US
Pedersen Keenan King Wachsberg		and Andrzejak Pc	4057 Pioneer Dr Ste 300	Commerce Township	MI	48390	US
Pelaez Alonso Sc		Colonia Del Valle	Cp 03100	Df Mexico			MX
Pepper Hamilton Lip		1201 Market St Ste 1600		Wilmington	DE	19801	US
Phelps Dunbar Lip		Canal Pl	365 Canal St 2000	New Orleans	LA	70130	US
Phelps Dunbar Lip		111 East Capitol Ste 600	Update Rm 9/20/04 Am	Jackson	MS	39225	US
Phelps Dunbar Lip		PO Box 23066		Jackson	MS	39255-3066	
Phifer and White Pc		Lb Kind Building Ste 500	1274 Library St	Detroit	MI	48246	US
Phillips Ormonde And		Fitzpatrick	PO Box 323				
Phillips Ormonde and Fitzpatrick		Level 21/22 367 Collins St		Melbourne		03000	AU
Pillsbury Winthrop Shaw		Pittman Lip Nm Chg 4/07/05cp	2 Houston Ctr	Houston	TX	77010	US
Pillsbury Winthrop Shaw		PO Box 60000		San Francisco	CA	94160-2391	
Pinheiro Neto Advogados		Scs Quadra 1 Bloco I 6 Andar	Cep 70304 900 Brasilia Df				BR
Pinheiro Neto Advogados		Rua Boa Vista 254 9		Sao Paulo		01014-901	BR
Plews Shadley Racher and Braun		1346 N Delaware St		Indianapolis	IN	46202	US
Plunkett and Cooney Pc		Ste 210	1695 Woodward Ave	Bloomfield Hls	MI	48013	US
Plunkett and Cooney Pc		900 Marquette Bldg	243 W Congress Ste 800	Detroit	MI	48226	US
Plunkett and Cooney Pc		38505 Woodward Ste 2000		Bloomfield Hills	MI	48304	US
Porterfield Harper and Mills Pa		Rm Chg Per Goi 04/20/04 Am	Ste 600	Birmingham	AL	35242	US
Porterfield Harper and Mills Pa		PO Box 530790		Birmingham	AL	35253-0790	
Price Heneveld Cooper Dewitt &		Litton 6169499610	695 Kenmore Ave Se	Grand Rapids	MI	49546	US
Price Heneveld Cooper Dewitt &		Litton	PO Box 2567	Grand Rapids	MI	48071	
Pricewaterhouse Coopers		Tour Aig	34 Pl Des Corrolles				FR
Pricewaterhouse Coopers Lip		North American Ctr	5700 Yonge St Ste 1900	North York	ON	M2M 4K7	CN
Pricewaterhousecooper Eft		Av Tecnologico 100 Pisco 6	76030 Queretaro Qro				MX
Pricewaterhousecoopers		1301 K St Nw	Ste 800w	Washington	DC	20005	US
Pricewaterhousecoopers		Marino Escobedo 573	Col Rincon Del Bosque	Mexico Df		11580	MX
Pricewaterhousecoopers		Ave John F Kennedy	Edificio Banco Nova Scotia	Santo Domingo Rep Do			DO
Pricewaterhousecoopers		202 Hi Bin Rd		Shanghai		200021	CN
Pricewaterhousecoopers		5700younge St	Ste 1900	North York	ON	M2M 4K7	CN
Pricewaterhousecoopers Lip		Chg Corr 5/05/04 Cp	1900 K St Nw Ste 900	Washington	DC	20006	US
Pricewaterhousecoopers Lip		Technology Knowledge Organizat	9399 W Higgins Rd Ste 1100	Rosemont	IL	60018	US
Pricewaterhousecoopers Lip		200 E Randolph Dr		Chicago	IL	60601	US
Pricewaterhousecoopers Lip		400 Campus Dr		Florham Pk	NJ	07932	US
Pricewaterhousecoopers Lip		Bp Tower 27th Fl	200 Public Square	Cleveland	OH	44114	US
Pricewaterhousecoopers Lip		PO Box 75647		Chicago	IL	60675	
Pricewaterhousecoopers Lip		PO Box 65640		Charlotte	NC	282650640	
Prichard Hawkins Davis &		Young Lip Upt/goi 3/24/04 Vc	10101 Reunion Pl Ste 600	San Antonio	TX	78216	US

Company	Contact	Address 1	Address 2	City	State	Zip	Country
Quattlebaum Grooms Tull &		Burrow Pllc	111 Ctr St Ste 1900	Little Rock	AR	72201	US
Quinn Emanuel Urquhart Oliver and H		865 S Figueroa St	10th Fl	Los Angeles	CA	90017	US
Real Levasseur		25508 Thomas Dr		Warren	MI	48091	US
Real Levasseur and Betsy		Levasseur Jt Ten	25508 Thomas Dr	Warren	MI	48091	US
Reising Ethington Barnes		Kisselle Pc	201 W Big Beaver Ste 400	Troy	MI	48084	US
Robert Half Finance and Acctg		File 73484	PO Box 60000	San Fransisco	CA	94160-3484	
Robert Half International Eft		Inc	1130 Lake Cook Rd	Buffalo Grove	IL	60089	US
Robert Half Of New York Inc		2994 Sand Hill Rd 200		Menlo Pk	CA	94025	US
Robin Carmack And Gonja Llp		14771 Plaza Dr Ste D		Tustin	CA	92780	US
Roetzel And Andress		222 S Main St		Akron	OH	43308	US
Rogitz and Associates		750 B St Ste 3120 Symphony Twr		San Diego	CA	92101	US
Sager And Savage		5152 Katella Ave Ste 104		Los Alamitos	CA	90720	US
Scheuer Mackin and Breslin Llc		11025 Reed Hartman Hwy		Cincinnati	OH	45242	US
Schloff Michael D		DbA Michael D Schloff Pllc	6905 Telegraph Rd Ste 215	Bloomfield Hills	MI	48301	US
Secrest Wardle Lynch Hampton		Truex and Morley Pc	30903 Northwestern Hwy	Farmington Hills	MI	48334	US
Secrest Wardle Lynch Hampton		PO Box 634213		Cincinnati	OH	45263-4213	
Segar And Sciortino		400 Meridian Centre	Ste 320	Rochester	NY	14618	US
Shainin Llc		13955 Farmington Rd		Livonia	MI	48154	US
Shainin Llc		Fmly Shainin Technologies Inc	3115 T Ave	Anacortes	WA	98221	US
Shainin Llc		3115 T Ave		Anacortes	WA	98221	US
Shainin Llc		PO Box 20977		Carson City	NV	89721	
Shainin Llc		PO Box 4500	Unit 20	Portland	OR	972084500	
Sidley Austin Brown and Wood Llp		Square De Meeus 35	B 1000	Brussels			DE
Slagle Bernard and Gorman Pc		4600 Madison Ste 600		Kansas City	MO	64112	US
Smiley Smith and Bright Cpas Llc		4250 Lomac St		Montgomery	AL	36106	US
Smith Gambrell and Russell Llp		1850 M St Ne	Ste 800	Washington	DC	20036	US
Smith Gambrell and Russell Llp		1230 Peachtree St Ne Ste 3100		Atlanta	GA	30309	US
Snell and Wilmer Llp		1500 Citibank Tower	1 S Church Ave	Tucson	AZ	85701	US
Snell and Wilmer Llp		Ad Chg Per Goi 3/31/05 Am	One Arizona Ctr	Phoenix	AZ	85004	US
Snell and Wilmer Llp		400 E Van Buren 10th Fl		Phoenix	AZ	85004	US
Solution Strategies Inc Eft		15985 Windmill Pointe Dr		Grosse Pointe Pk	MO	48230	US
Solutions Stratagies Inc		4083 Princeton Ridge Dr		Wildwood	MO	63025	US
Sonnenschein Nath and Rosenthal		233 S Wacker Dr Ste 8000		Chicago	IL	60606	US
Squire Sanders and Dempsey		1300 Huntington Ctr	41 S High St	Columbus	OH	43215	US
Squire Sanders and Dempsey		PO Box 643051		Cincinnati	OH	45264-3051	
Squire Sanders and Dempsey Llp		1201 Pennsylvania Ave Nw 5th	PO Box 407	Washington	DC	20004	US
Stockwell Harris Widom And Woolv		3580 Wilshire Blvd No 1900		Los Angeles	CA	90010	US
Stout Risius Ross Inc		32255 Northwestern Hwy Ste 201		Farmington Hills	MI	48334	US
Suri and Company		Flat No 12 Golf Apts	Sujan Singh Pk Maharishi Raman	New Delhi		110003	IN
Swift Currie McGhee and Hiers		Llp	1355 Peachtree St Ne Ste 300	Atlanta	GA	30309	US
Thompson and Knight Llp		1700 Pacific Ave Ste 3300		Dallas	TX	75201	US
Thompson Hine and Flory Llp		2000 Courthouse Plaza Ne	PO Box 8801	Dayton	OH	45401	US
Thompson Hine and Flory Llp		2000 Courthouse Plaza Ne	PO Box 8801	Dayton	OH	45401	
Tsar and Tsai		Update 7/21/05 Am	8th Fl 245 Dunhua S Rd	Roc			CN
Turner Reid Duncan Loomer &		Patton Pc Attm Cjer	1355 E Bradford Pkwy Ste A	Springfield	MO	65804	US
Uhy Mann Frankfort Stein &		Lipp Advisors Inc	12 Greenway Plaza 8th Fl	Houston	TX	77046	US
Veenstra Charles K		631 Windsor Run		Bloomfield Hills	MI	48304	US
Vereenigde		PO Box 87930	2508 Dh Den Haag				

Company	Contact	Address 1	Address 2	City	State	Zip	Country
Von Kreislser Selting Werner		PO Box 102241	D 50462 Koln				
Vorys Sater Seymour And		Pease Llp	52 E Gay St	Columbus	OH	43215	US
Vorys Sater Seymour and Pease Llp		52 East Gray St	PO Box 1008	Columbus	OH	43216	US
Vorys Sater Seymour and Pease Llp		52 East Gray St	PO Box 1008	Columbus	OH	43216	
Ward Norris Heller and Reidy Llp		Uptd 05/26/05 Gj	300 State St	Rochester	NY	14614	US
Washington Patent Services Inc		Add Chng Ltr Mw 593189362	The Office Complex Of Pasadena	South Pasadena	FL	33707	US
Wax Law Group		2118 Wilshire Blvd Ste 407		Santa Monica	CA	90403	US
Webb Law Firm		Fmly Webb Ziesenheim Logsdon	Orkin and Hanson Pc Chg 8/15/05	Pittsburgh	PA	15219	US
Weldon Kevin P		5935 Westchester St		Alexandria	VA	22310	US
Wells Anderson and Race Llc		1700 Broadway Ste 1020		Denver	CO	80290	US
White and Williams Llp		1800 One Liberty Pl		Philadelphia	PA	19103	US
Wieg Inc		Wisconsin Industrial Energy Gr	Nino Amato Executive Director	Madison Chg Rmt Vc	WI	53703	US
Williams And Williams		40 Court St		Buffalo	NY	14202	US
Wilmer Cutler Pickering Hale		and Dorr Llp Old 530220117	Fmly Wilmer Cutler and Pickering	Washington	DC	20037	US
Wise Carter Child &		Caraway Professional Assoc	401 E Capitol St Ste 600	Jackson	MS	39201	US
Wise Carter Child and Caraway Pa		PO Box 651		Jackson	MS	39205	
Wood And Richmond		3300 Vickery Rd		N Syracuse	NY	13212	US
Wood Herron and Evans Llp		2700 Carew Tower	441 Vine St	Cincinnati	OH	45202	US
Wooden and McLaughlin Llp		1 Indiana Sq Ste 1800	Add Chg 5/6/03 Cp	Indianapolis	IN	46204	US
Wright Lindsey and Jennings Llp		200 W Capitol Ave Ste 2300		Little Rock	AR	72201	US
Young and Basile Pc		Law Offices	3001 W Big Beaver Rd Ste 624	Troy	MI	48084	US
Young and Basile Pc		3001 W Big Beaver Rd Ste 624		Troy	MI	48582	US
Yuasa And Hara		Section 206 New Ohtemachi Bldg 2 1	Ohtemachi 2 Chome	Tokyo		100-0004	JP
Yuasa And Hara		CPO Box 714	Tokyo 100 8692				Japan
Zeanah Hust and Summerford		2300 University Blvd	7th Fl Am South Building	Tuscaloosa	AL	35401	US
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EXHIBIT G

Company	Contact	Address 1	Address 2	City	State	Zip	Country
AON Risk Services of Michigan		3000 Town Center	Suite 3000	Southfield	MI	48075	US
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